**THE PRENTICE-HALL CORPORATION SYSTEM, INC.**

229 South State Street

Dover, Delaware 19901

Area Code 302/674-1221

DD/A Registry
77-3097DD/A Registry
File *Air America*

May 24, 1977

Clyde Carter, Esq.
Air America, Inc.
1725 K Street, NW
Washington, D. C. 20006

Re: AIR AMERICA, INC.

Dear Mr. Carter:

Confirming our telephone conversation earlier today, our office represented a Delaware corporation called Air America, Inc., which said corporation was dissolved effective April 1, 1976.

The office of the Secretary of State advises that a Delaware corporation presently called Air America, Inc. was organized under the laws of this state on January 12, 1977. The corporation was capitalized with 1,000 no par shares, and its registered agent is Frances J. Donnelly, 618 South Van Buren Street, Wilmington, Delaware. The Wilmington telephone directory lists Mr. Donnelly's phone number as [302]654-4193.

Our law provides that a certificate is effective either when filed, or at a stated effective date not more than 90 days from the date of filing. The instrument dissolving the "old" Air America, Inc. was filed with the Secretary of State as of March 26, effective by its terms as of April 1. Since the instrument was effective on that date, the name became an available name, and apparently, was used by Mr. Donnelly in the organization of the presently existing corporation.

If there is any further service we may perform relative to this corporation, or any way involving the Secretary of State's office, please give me a call.

Pursuant to you later telephone request, we have procured and enclosed a certified copy of the Certificate of Incorporation of the new Air American corporation.

Very truly yours,


Z. A. Pool, III
Assistant Vice President

ZAP:b

CERTIFICATE OF INCORPORATION

OF
AIR AMERICA, INC.

FIRST. The name of this corporation is:

AIR AMERICA, INC.

SECOND. Its registered office in the State of Delaware is to be located at 618 S. Van Buren Street, in the City of Wilmington, County of New Castle, and its registered agent is:

Francis J. Donnelly
618 South Van Buren Street
Wilmington, Delaware

THIRD. The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: to purchase, lease, exchange, hire or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, decorate or redecorate, enlarge, alter, improve, maintain, manage, and operate any lands owned or leased by the corporation, or upon any other houses, structures, buildings, or other works of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings, or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and any other interests in real estate; the doing of any or all of said acts either on its own behalf or as agent for others; and the doing of any and all acts necessary for the carrying out of the powers above enumerated.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock, which this corporation is authorized to issue is One Thousand (1,000) shares without par value.

FIFTH. The name and mailing address of each of the incorporator or incorporators is as follows:

NAME	MAILING ADDRESS
Richard D. McDaniel	P. O. Box 1932 Wilmington, Delaware

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized:

To make, alter, amend and repeal the by-laws;

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserve; to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers, which may require it.

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

To sell, lease or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities, of any other corporation or corporations, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

SEVENTH. If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the by-laws or by resolution of the directors.

EIGHTH. This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this resolution.

I, THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10, 1889) and the acts amendatory thereof and supplemental thereto, do make and file this certificate of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set my respective hand and seal this 12th day of January A. D. 1977

Richard D. McCann

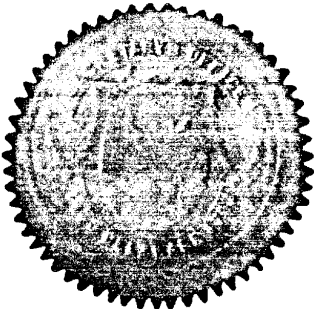


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "AIR AMERICA, INC.", as received and filed in
this office the twelfth day of January, A.D. 1977, at 2:30 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-sixth *day*
of May *in the year of our Lord*
one thousand nine hundred and seventy-seven.



Glenn C. Kenton

Secretary of State

[Signature]

Assistant Secretary of State

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